

United States Bankruptcy Court Southern District of New York				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Boston Generating, LLC			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Sithe Boston Generating, LLC Exelon Boston Generating, LLC			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 80-0070631			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): 505 Fifth Avenue, 21st Floor New York, NY			Street Address of Joint Debtor (No. and Street, City, and State):		
10017			ZIP CODE		
County of Residence or of the Principal Place of Business: New York County			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
			ZIP CODE		
Location of Principal Assets of Business Debtor (if different from street address above).					
Type of Debtor (Form of Organization) (Check one box) <div style="margin-top: 10px;"> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state the type of entity below.) </div>		Nature of Business (Check one box.) <div style="margin-top: 10px;"> <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other </div>		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <div style="margin-top: 10px;"> <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div> </div>	
Filing Fee (Check one box.) <div style="margin-top: 10px;"> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. </div>		Chapter 13 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D) <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D) Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). ----- Check all applicable boxes <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. a small business debtor as defined in 11 U.S.C. § 1126(b)			
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors on a Consolidated Basis with Related Cases <div style="display: flex; justify-content: space-between; font-size: small;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-999</div> <div><input checked="" type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> Over 100,000</div> </div>					
Estimated Assets on a Consolidated Basis with Related Cases <div style="display: flex; justify-content: space-between; font-size: small;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 Million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input checked="" type="checkbox"/> More than \$1 Billion</div> </div>					
Estimated Liabilities on a Consolidated Basis with Related Cases <div style="display: flex; justify-content: space-between; font-size: small;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 Million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input checked="" type="checkbox"/> More than \$1 billion</div> </div>					

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Boston Generating, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years If more than two, attach additional sheet.			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Addendum Hereto	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petition that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<p style="text-align: center;">Information Regarding the Debtor – Venue (Check any applicable box.)</p> <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<p style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)</p> <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right; margin-right: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: right; margin-right: 100px;"> _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s):

Boston Generating, LLC**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

(Signature of Representative)

X

(Printed Name of Foreign Representative)

Date

X

Signature of Attorney*

Signature of Attorney for Debtor(s)

LATHAM & WATKINS LLP**D. J. Baker****Robert J. Rosenberg****Caroline A. Reckler (appearing pro hac vice)****Kimberly A. Posin (appearing pro hac vice)****885 Third Avenue****New York, New York 10022-4834****Telephone: (212) 906-1200****Facsimile: (212) 751-4864**

Date August 18, 2010

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Authorized Individual

Jeff Hunter**Executive Vice President and Chief Financial Officer**

Date: August 18, 2010

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

ADDENDUM TO VOLUNTARY PETITIONS

On the date hereof, each of the affiliated entities listed below (including the Debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the "Court"). A motion has been filed (or shortly will be filed) with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

- EBG Holdings LLC
- Boston Generating, LLC
- Fore River Development, LLC
- Mystic I, LLC
- Mystic Development, LLC
- BG New England Power Services, Inc.
- BG Boston Services, LLC

**ACTION BY THE SOLE MEMBER OF BOSTON GENERATING, LLC, A DELAWARE
LIMITED LIABILITY COMPANY, AUTHORIZING FILING OF A PETITION UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Jeff Hunter, do hereby certify:

1. That I am the duly authorized Manager, Executive Vice President and Chief Financial Officer of EBG Holdings LLC, a Delaware limited liability company (the “**Parent**”) and the sole and managing member (the “**Member**”) of Boston Generating, LLC, a Delaware limited liability company (the “**Company**”).

2. That the following resolutions (the “**Resolutions**”) were duly adopted in accordance with the requirements of the Delaware Limited Liability Company Act, and the same remain in full force and effect, without modifications as of the date hereof:

WHEREAS, the Company is governed by that certain Limited Liability Company Agreement, dated as of May 24, 2004 (as amended, the “**LLC Agreement**”), and, pursuant to Section 6 of the LLC Agreement, the sole member of the Company manages and controls the Company’s business;

WHEREAS, the Parent is the sole member of the Company;

WHEREAS, the managers (the “**Managers**”) of the Parent, in its capacity as the sole member of the Company, have reviewed and analyzed materials and advice presented by management and the outside financial and legal advisors of the Company regarding the financial condition, capital structure, liquidity position, business model and projections, and short term and long term prospects of the Company and the sale, restructuring and other strategic alternatives available to it, and the impact of the foregoing on the businesses of the Company and its subsidiaries (collectively, the “**Subsidiaries**”);

WHEREAS, the Managers of the Parent, in its capacity as the sole member of the Company, have determined that it is advisable and in the best interests of the Company, the Subsidiaries and their creditors that voluntary petitions (the “**Chapter 11 Cases**”) be filed by the Company and the Subsidiaries to seek relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”); and

WHEREAS, on August 7, 2010, the Managers of the Parent, in its capacity as the sole member of the Company, approved entry by the Company into that certain Asset Purchase Agreement (the “**Purchase Agreement**”) by and among the

Company, the Subsidiaries, Constellation Holdings, Inc., and Constellation Energy Group, Inc., pursuant to which the Company and the Subsidiaries will, subject to approval of the Bankruptcy Court, sell substantially all of their assets to Constellation Holdings, Inc. or such higher or otherwise better bidder through a competitive auction process contemplated by Section 363 of the Bankruptcy Code.

I. Voluntary Petition Under the Provisions of Chapter 11 of the Bankruptcy Code

NOW, THEREFORE, BE IT RESOLVED, that the filing of the Chapter 11 Cases by the Company and the Subsidiaries, and the seeking of relief by the Company and the Subsidiaries under the provisions of Chapter 11 of the Bankruptcy Code in the Bankruptcy Court be, and each hereby is, authorized and approved for all purposes and in all respects;

FURTHER RESOLVED, that the Authorized Representatives (as defined below) of the Company shall be, and each of them hereby is, authorized, empowered and directed to execute and verify voluntary petitions for relief under the provisions of Chapter 11 of the Bankruptcy Code in the name and on behalf of the Company (including in the Company's capacity as a member of each of the Subsidiaries) and to cause the same to be filed with the Bankruptcy Court in such form and at such time as the Authorized Representative executing said petition shall determine;

FURTHER RESOLVED, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to execute and file, or cause to be filed (or direct others to do so on their behalf as provided herein) with the Bankruptcy Court, in the name and on behalf of the Company (including in the Company's capacity as a member of each of the Subsidiaries), all first day petitions, affidavits, schedules, motions, lists, applications, pleadings and other necessary papers or documents, including any amendments thereto, necessary and proper to obtain initial relief under the provisions of Chapter 11 of the Bankruptcy Code and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers or other professionals approved by the Managers;

II. Postpetition Use of Cash Collateral

FURTHER RESOLVED, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to negotiate, document, execute, deliver and otherwise take any and all actions necessary or appropriate for the Company and the Subsidiaries to enter into one or more cash collateral agreements (collectively, the "**Cash Collateral Documents**") and, if appropriate, such loan agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments (collectively, the "**Credit Documents**"), in each case, as may be deemed necessary or appropriate by an Authorized Representative;

FURTHER RESOLVED, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized and directed, with full power of delegation, on behalf of and in the name of the Company, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all Cash Collateral Documents, Credit Documents, petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all actions which the Authorized Representative deems necessary and proper in connection with the Chapter 11 Cases or any cash collateral agreements contemplated hereby;

III. Retention of Professionals

FURTHER RESOLVED, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to employ the law firm of Latham & Watkins LLP as general bankruptcy counsel to represent and advise the Company and the Subsidiaries in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Company's and the Subsidiaries' rights and obligations, including filing any pleadings, in connection with the Chapter 11 Cases; and in connection therewith, the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company (including in the Company's capacity as a member of each of the Subsidiaries), to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Cases, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Latham & Watkins LLP;

FURTHER RESOLVED, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to employ the financial services firm of JP Morgan Securities, Inc. ("**JPM**"), as investment banker to the Company and the Subsidiaries in connection with the Chapter 11 Cases, and to take any and all actions to advance the Company's and the Subsidiaries' rights and obligations in connection with the Chapter 11 Cases; and in connection therewith, the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company (including in the Company's capacity as a member of each of the Subsidiaries), to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Cases, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of JPM;

FURTHER RESOLVED, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to employ the financial services firm of Perella Weinberg Partners, LP ("**PWP**"), as financial advisor to the Company and the Subsidiaries in connection

with the Chapter 11 Cases, and to take any and all actions to advance the Company's and the Subsidiaries' rights and obligations, including filing any pleadings, in connection with the Chapter 11 Cases; and in connection therewith, the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company (including in the Company's capacity as a member of each of the Subsidiaries), to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Cases, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of PWP;

FURTHER RESOLVED, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to employ the law firm of Brown Rudnick LLP ("**Brown Rudnick**"), as regulatory counsel to the Company and the Subsidiaries in connection with the Chapter 11 Cases, and to take any and all actions to advance the Company's and the Subsidiaries' rights and obligations, including filing any pleadings, in connection with the Chapter 11 Cases; and in connection therewith, the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company (including in the Company's capacity as a member of each of the Subsidiaries), to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Cases, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Brown Rudnick;

FURTHER RESOLVED, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to employ the law firm of FTI Consulting, Inc. ("**FTI**"), as restructuring consultant to the Company and the Subsidiaries in connection with the Chapter 11 Cases, and to take any and all actions to advance the Company's and the Subsidiaries' rights and obligations, including filing any pleadings, in connection with the Chapter 11 Cases; and in connection therewith, the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company (including in the Company's capacity as a member of each of the Subsidiaries), to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Cases, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of FTI;

FURTHER RESOLVED, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to employ the law firm of Anderson Kill & Olick, P.C. ("**AK**"), as conflicts counsel to the Company and the Subsidiaries in connection with the Chapter 11 Cases, and to take any and all actions to advance the Company's and the Subsidiaries' rights and obligations, including filing any pleadings, in

connection with the Chapter 11 Cases; and in connection therewith, the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company (including in the Company's capacity as a member of each of the Subsidiaries), to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Cases, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of AK;

FURTHER RESOLVED, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to employ The Garden City Group, Inc. ("**GCG**"), as notice and claims agent to represent and assist the Company and the Subsidiaries in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Company's and the Subsidiaries' rights and obligations in connection with the Chapter 11 Cases; and in connection therewith, the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of GCG;

FURTHER RESOLVED, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to employ any other professionals necessary or advisable to assist the Company and the Subsidiaries in carrying out their duties under the Bankruptcy Code; and in connection therewith, the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 Cases and cause to be filed appropriate applications with the Bankruptcy Court for authority to retain the services of any other professionals, as necessary or advisable (together with Latham & Watkins LLP, JPM, PWP, Brown Rudnick, FTI, AK and GCG, the "**Professionals**");

IV. General

FURTHER RESOLVED, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to take or cause to be taken any and all such further actions and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses, in all cases consistent with the purpose and intent of the foregoing resolutions, as in their judgment, after seeking advice of legal counsel, shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions;

FURTHER RESOLVED, that all acts, actions and transactions that are consistent with the foregoing resolutions done in the name of and on behalf of the Company (including in the Company's capacity as a member of each of the Subsidiaries), which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, including without limitation all acts lawfully done or actions lawfully taken by any Authorized Representative of the Company or any of the Professionals to seek relief on behalf of the Company and the Subsidiaries under Chapter 11 of the Bankruptcy Code be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company and the Subsidiaries; and

FURTHER RESOLVED, that for purposes of these resolutions, and unless and until otherwise authorized or modified by the sole member of the Company, EBG Holdings LLC, the "Authorized Representatives" of the Company shall be the officers of the Company or such other person or persons as the Managers may designate.

Signature page follows

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of August, 2010.

SOLE MEMBER:

EBG HOLDINGS LLC
a Delaware limited liability company

By: 

Jeff Hunter
Manager, Executive Vice President and Chief Financial
Officer

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Boston Generating, LLC,

Debtor.

Chapter 11

Case No. 10-____ (____)

Joint Administration Requested

**CONSOLIDATED LIST OF CREDITORS
HOLDING 30 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the 30 largest unsecured claims against the above-captioned Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court (collectively, the “**Debtors**”). This list has been prepared on a consolidated basis from the unaudited books and records of the Debtors and reflects amounts from the Debtors’ books and records as of August 18, 2010.

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors’ chapter 11 cases. The list does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the largest unsecured claims. The information herein shall not constitute an admission of liability by, nor is it binding on, any Debtor. Moreover, nothing herein shall affect any Debtor’s right to challenge the amount or characterization of any claim at a later date.

<i>No.</i>	<i>Name of Creditor and Complete Mailing Address, including Zip</i>	<i>Name, Telephone Number, and Complete Mailing Address of Employee, Agent or Department of Creditor Familiar with Claim</i>	<i>Nature of Claim (Trade Debt, bank loan, government contract, etc.)</i>	<i>Indicate if Claim is Contingent, Disputed, Unliquidated or Subject to Setoff</i>	<i>Amount of Claim</i>
1	Credit Suisse, Cayman Islands Branch Administrative Agent for the Lenders 11 Madison Avenue New York, NY 10010	Helen Fung Deal Administrator, Agency Loan Operations 7033 Louis Stephens Drive Morrisville, NC 27560 Tel: (919) 994-1045 Fax: (212) 322-2291 Also notify: Michael S. Benn Scott K. Charles Wachtell, Lipton, Rosen & Katz 51 West 52 nd Street New York, NY 10019 Tel: (212) 403-1000 Fax: (212) 403-2000	Unsecured Term Loan Debt		\$426,999,996.45 (as of August 18, 2010)
2	Distrigas of Massachusetts LLC Stroock & Stroock & Lavan LLP 180 Maiden Lane New York, NY 10038	Harold Olsen Stroock & Stroock & Lavan LLP 180 Maiden Lane New York, NY 10038 Tel: (212) 806-5627 Fax: (212) 806-2627	Trade Debt		\$50,655,331.63
3	Credit Suisse Energy LLC Eleven Madison Avenue, 10th Floor New York, New York 10010	Attn: Benjamin Son Credit Suisse Recovery Management Eleven Madison Avenue, 10th Floor New York, New York 10010 Tel: 212-538-8028 Fax: 212-322-2390 benjamin.son@credit-suisse.com	Trade Debt		\$36,905,023.00

<i>No.</i>	<i>Name of Creditor and Complete Mailing Address, including Zip</i>	<i>Name, Telephone Number, and Complete Mailing Address of Employee, Agent or Department of Creditor Familiar with Claim</i>	<i>Nature of Claim (Trade Debt, bank loan, government contract, etc.)</i>	<i>Indicate if Claim is Contingent, Disputed, Unliquidated or Subject to Setoff</i>	<i>Amount of Claim</i>
4	Semptra Tolling Semptra Energy Trading LLC 58 Commerce Road Stamford, CT 06902	Attn: Charles Parker / Robert Hyland Semptra Energy Trading LLC 58 Commerce Road Stamford, CT 06902 Tel: 203-355-5625 / 203 355-5419 Fax: 203-355-6447	Trade Debt		\$9,374,733.22
5	Mitsubishi Power Systems Inc. 2287 Premier Row Orlando, FL 32809	Koji Hasegawa, President 2287 Premier Row Orlando, FL 32809 Fax: (407) 688-6990 Peggy Fero 1000 Colonial Center Parkway Lake Mary, FL 32746 Tel: (609) 716-4162 Fax: (407) 688-6481	Trade Debt		\$4,176,788.47
6	Spectra Energy 5400 Westheimer Court Houston, TX 77056-5310	Attn: Gregory L. Ebel, President 5400 Westheimer Court Houston, TX 77056-5310 Tel: (713) 627-5400 Fax: (713) 627-4654	Trade Debt		\$1,159,803.16
7	NSTAR P O Box 4508 Woburn, MA 01888-4508	Tom May, President One NSTAR Way Westwood, MA 02090 Tel: (781) 441-8425 Fax: (781) 441-8495	Trade Debt		\$1,003,741.42
8	Pension Benefit Guaranty Corporation 1200 K Street, N.W. Suite 340 Washington, DC 20005	Israel Goldowitz, Chief Counsel 1200 K Street, N.W. Suite 340 Washington, DC 20005 Tel: (202) 326-4020 Fax: (202) 326-4112	Pension	CUD	\$987,383.00

No.	Name of Creditor and Complete Mailing Address, including Zip	Name, Telephone Number, and Complete Mailing Address of Employee, Agent or Department of Creditor Familiar with Claim	Nature of Claim (Trade Debt, bank loan, government contract, etc.)	Indicate if Claim is Contingent, Disputed, Unliquidated or Subject to Setoff	Amount of Claim
9	City of Everett 484 Broadway Everett, MA 02149	Michael Matarazzo, City Clerk 484 Broadway Everett, MA 02149 Tel: (617) 389-2100	Trade Debt		\$373,386.82
10	National Grid 40 Sylvan Road Waltham, MA 02451	Attn: Sir John Parker, Chairman 40 Sylvan Road Waltham, MA 02451 Tel: (781) 907-1000 Tel: (516) 545-4939 Fax: (516) 545-3250	Trade Debt		\$320,889.51
11	Exxon Mobile 5959 Las Colinas Boulevard Irving, Texas 75039-2298	Attn: Rex W. Tillerson, Chairman 5959 Las Colinas Boulevard Irving, Texas 75039-2298 Tel: (972) 444-1000 Fax: (972) 444-1350	Trade Debt		\$235,185.77
12	Borden & Remington Corporation P O Box 2573 63 Water Street Fall River, MA 02722-2573	Robert Bogan, President 63 Water Street Fall River, MA 02721 Tel: (800) 543-5393 Fax: (508) 672-5670	Trade Debt		\$209,907.87
13	O'Connor Corp 45 Industrial Drive Canton, MA 02021	Thomas H. O'Connor, Jr., President 45 Industrial Drive Canton, MA 02021 Tel: (617) 364-9000 Fax: (781) 828-8248	Trade Debt		\$89,492.21
14	Integrated IT Solutions P O Box 595 Sciuate, MA 02066	Attn: President or General Counsel 159 Overland Road Waltham, MA 02451-1729 Tel: (781) 545-5100 Fax: (781) 255-1331	Trade Debt		\$85,136.39

<i>No.</i>	<i>Name of Creditor and Complete Mailing Address, including Zip</i>	<i>Name, Telephone Number, and Complete Mailing Address of Employee, Agent or Department of Creditor Familiar with Claim</i>	<i>Nature of Claim (Trade Debt, bank loan, government contract, etc.)</i>	<i>Indicate if Claim is Contingent, Disputed, Unliquidated or Subject to Setoff</i>	<i>Amount of Claim</i>
15	Dechert LLP 1095 Avenue of the America New York, NY 10036	Alan Brilliant 1095 Avenue of the Americas New York, NY 10036 Tel: (212) 698-3600 Fax: (212) 698-3599	Services		\$85,000.00
16	City of Quincy 1305 Hancock Street Quincy, MA 02169	City Clerk 1305 Hancock Street Quincy, MA 02169 Tel: (617) 376-1130 Fax: (617) 376-1139	Trade Debt		\$84,809.60
17	Andrews International 3636 Solutions Center Chicago, IL 60677-3006	Jim Wood, President 27959 Smyth Drive Valencia, CA 91355 Tel: (661) 775-8400 Fax: (661) 775-8794	Trade Debt		\$71,662.75
18	New England Controls, Inc. 9 Oxford Road Mansfield, MA 02048	Tom Ramundo, President 9 Oxford Rd. Mansfield, MA 02048 Tel: (508) 851-2411 Fax: (508) 339-9144	Trade Debt		\$51,760.75
19	Clean Harbors P O Box 3442 Boston, MA 02241-3442	Alan S. McKim, President 42 Longwater Dr P.O. Box 9149 Norwell, MA 02061-9149 Tel: (781) 792-5000 Fax: (781) 792-5900	Trade Debt		\$50,816.51

<i>No.</i>	<i>Name of Creditor and Complete Mailing Address, including Zip</i>	<i>Name, Telephone Number, and Complete Mailing Address of Employee, Agent or Department of Creditor Familiar with Claim</i>	<i>Nature of Claim (Trade Debt, bank loan, government contract, etc.)</i>	<i>Indicate if Claim is Contingent, Disputed, Unliquidated or Subject to Setoff</i>	<i>Amount of Claim</i>
20	Control Components, Inc. Dept 2544 Los Angeles, CA 90084-2544	Attn: President or General Counsel 22591 Avenida Empresa Rancho Santa Margarita, CA 92688 Tel: (949) 858-1877 Fax: (949) 858-1878	Trade Debt		\$45,050.91
21	Chalmers & Kubeck North Air Industrial Park 24-34 Elise St. Westfield, MA 01085	Scott McCoy, President Air Industrial Park 24-34 Elise St. Westfield, MA 01085 Tel: (413) 568-2461 Fax: (413) 568-6588	Services		\$41,339.62
22	Atlantic Contracting & Special P O Box 64191 Baltimore, MD 21264-4191	Paul Camara, President 25 Kenwood Circle Suite H Franklin, MA 02038 Tel: (781) 461-9545 Tel: (508) 530-9020 Fax: (508) 530-9039	Trade Debt		\$35,297.12
23	Standard & Poors 55 Water Street New York, NY 10041	Attn: President or General Counsel 55 Water Street New York, NY 10041 Tel: (212) 438-1000 Fax: (212) 438-2000	Trade Debt		\$32,000.00
24	Mechanical Dynamics & Analysis 19 British American Blvd. Latham, NY 12110	Attn: President or General Counsel 19 British American Blvd. Latham, NY 12110 Tel: (518) 399-3616 Fax: (518) 399-3929	Trade Debt		\$28,560.13

No.	Name of Creditor and Complete Mailing Address, including Zip	Name, Telephone Number, and Complete Mailing Address of Employee, Agent or Department of Creditor Familiar with Claim	Nature of Claim (Trade Debt, bank loan, government contract, etc.)	Indicate if Claim is Contingent, Disputed, Unliquidated or Subject to Setoff	Amount of Claim
25	Adams Valves, Inc. 12303 Cutten Road Houston, TX 77066	Attn: President or General Counsel 12303 Cutten Road Houston, TX 77066 Tel: (281) 453-3750 Fax: (281) 453-3749	Trade Debt		\$28,047.00
26	Stallion Companies LLC 110 Daniel Webster Highway Nashua, NH 03060	Michael E. Berlan, President 110 Daniel Webster Highway Nashua, NH 03060 Tel: (617) 459-8730 Fax: (866) 294-0120	Trade Debt		\$25,000.00
27	Mitchell Services, Inc. 8335 Monticello Road Shawnee, KS 66227	Attn: President or General Counsel 8335 Monticello Road Shawnee, KS 66227 Tel: (913) 422-5225 Fax: (913) 422-5199	Trade Debt		\$23,000.00
28	Capco Crane & Hoist, Inc. 58 Forest Ridge Drive Rowley, MA 01969	Attn: President or General Counsel 58 Forest Ridge Drive Rowley, MA 01969 Tel: (800) 422-7261 Fax: (913) 422-5199	Trade Debt		\$22,290.00
29	Keystone Engineering Corp. 62 Forest Ridge Drive Rowley, MA 01969	Attn: President or General Counsel 62 Forest Ridge Drive Rowley, MA 01969 Tel: (978) 948-3865 Fax: (978) 948-3875	Trade Debt		\$21,423.88

<i>No.</i>	<i>Name of Creditor and Complete Mailing Address, including Zip</i>	<i>Name, Telephone Number, and Complete Mailing Address of Employee, Agent or Department of Creditor Familiar with Claim</i>	<i>Nature of Claim (Trade Debt, bank loan, government contract, etc.)</i>	<i>Indicate if Claim is Contingent, Disputed, Unliquidated or Subject to Setoff</i>	<i>Amount of Claim</i>
30	HF Controls LP 1624 W. Crosby Road Suite 124 Carrollton, TX 75006	Attn: President or General Counsel 1624 W. Crosby Road Suite 124 Carrollton, TX 75006 Tel: (469) 568-6500 Fax: (469) 568-6599	Trade Debt		\$21,000.00

**DECLARATION CONCERNING CONSOLIDATED
LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

I, the undersigned officer of the Debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the **CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS** and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: August 18, 2010
New York, New York

/s/ Jeff Hunter
Jeff Hunter
Executive Vice President and Chief Financial Officer

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Boston Generating, LLC,

Debtor.

Chapter 11

Case No. 10-____ (____)

Joint Administration Requested

LIST OF CREDITORS¹

Contemporaneously herewith, the above-referenced Debtor and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) have filed a motion requesting a waiver of the requirement for filing a list of creditors pursuant to Sections 105(a), 342(a) and 521(a)(1) of title 11 of the United States Code, Rules 1007(a)(1) and 2002(a), (f) and (l) of the Federal Rules of Bankruptcy Procedure, Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York, and General Orders M-133, M-137, M-138 and M-192 of the United States Bankruptcy Court for the Southern District of New York. The Debtors propose to furnish their list of creditors to the proposed noticing and claims agent. The Debtors have consulted with and received the approval of the Clerk of this Court to implement the foregoing procedures.

The list of creditors will contain only those creditors whose names and addresses were maintained in the Debtors’ consolidated database or were otherwise ascertainable by the Debtors prior to the commencement of these cases. The schedules of liabilities to be filed subsequently should be consulted for a list of the Debtors’ creditors that is comprehensive and current as of the date of the commencement of these cases.

¹ The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Boston Generating, LLC,

Debtor.

Chapter 11

Case No. 10-____ (____)

Joint Administration Requested

LIST OF EQUITY SECURITY HOLDERS

In accordance with Rules 1007(a)(1) and 1007(a)(3) of the Federal Rules of Bankruptcy Procedures, the above-referenced Debtor submits the List of Equity Security Holders set forth below.

<u>Shareholder</u>	<u>Percent Ownership</u>
EBG Holdings LLC 505 Fifth Avenue, 21 st Floor New York, NY 10017	100%

I, the undersigned officer of the Debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the "List of Equity Security Holders" and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: August 18, 2010
New York, New York

/s/ Jeff Hunter
Jeff Hunter
Executive Vice President and Chief Financial
Officer

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Boston Generating, LLC,

Debtor.

Case No. 10-____ (____)

Chapter 11

Joint Administration Requested

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the equity interests of the above-referenced Debtor:

<u>Debtor Equityholder</u>	<u>Percent Ownership</u>
EBG Holdings LLC 505 Fifth Avenue, 21st Floor New York, NY 10017	100% Direct Ownership of the Debtor
<u>Non-Debtor Equityholder</u>	<u>Percent Ownership</u>
US Power Generating Company 505 Fifth Avenue, 21st Floor New York, NY 10017	100% Ownership of EBG Holdings LLC
New Astoria Generating Company Holdings, L.L.C. c/o US Power Generating Company 505 Fifth Avenue, 21st Floor New York, NY 10017	Approximately 46% Ownership of US Power Generating Company
Avenue Investments, L.P.	Approximately 15% Ownership of US Power Generating Company
Madison Dearborn Capital Partners IV, L.P.	Approximately 90% Ownership of New Astoria Generating Company Holdings, L.L.C.

The Debtor does not directly or indirectly own 10% or more of any class of equity interests in any corporation whose securities are publicly traded. The Debtor does not own any interest in any general or limited partnership or joint venture.

I, the undersigned officer of the Debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the "Corporate Ownership Statement" and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: August 18, , 2010
New York, New York

/s/ Jeff Hunter
Jeff Hunter
Executive Vice President and Chief Financial Officer